

4. Dunkin' pleads that if Defendants suffered any damages, such damages were caused by the acts or omissions of Defendants or other persons for whose acts or omissions Dunkin' is not liable, including Defendants themselves.

5. Without conceding that Defendants have suffered any damages, Dunkin' pleads that Defendants are barred from recovery, in whole or in part, for failing to mitigate their alleged damages.

6. Dunkin' pleads that that Defendants' claims fail, in whole or in part, because, even in the absence of any alleged impermissible motivating factor (of which there was none), Dunkin' would have taken the same actions regarding Defendants.

7. Dunkin' pleads that Defendants' claims are barred, in whole or in part, by the doctrines of laches, unclean hands, estoppel and/or waiver.

8. Dunkin' pleads that Defendants' claims are barred, in whole or in part, by the applicable statutes of limitation.

9. Dunkin' denies that Defendants are entitled to recover costs and attorneys' fees under any theory of law.

10. Dunkin' reserves the right to add defenses as information is learned through discovery.

WHEREFORE, Dunkin' prays that this Court dismiss Defendants' Counterclaim with prejudice, award Dunkin' judgment against Defendants for their costs and attorneys' fees incurred in connection with Defendants' Counterclaim, and award Dunkin' such other relief as this Court may deem just and proper.

Respectfully submitted,

By: /s/ Ronald D. Degen

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